

EXHIBIT A

1 UNITED STATES DISTRICT COURT
2 FOR THE DISTRICT OF DELAWARE

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4 In re:

5 GST TELECOM, INC., et al.,)
6 Debtors.)
7 GST TELECOM, INC., et al.,)

No. 0-1982 (GMS)

8 Counterplaintiffs.)
9 v.)
10 JOHN WARTA,)
11 Counterdefendant.)

CERTIFIED
COPY

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VIDEOTAPE DEPOSITION OF JOHN GOODRICH

16

Menlo Park, California

17

Tuesday, April 5, 2005

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Reported by:
KELLI COMBS
CSR No. 7705
Job No. 909615

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5 GST TELECOM, INC., et al.,)
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8 Counterplaintiffs.)
9 v.)
10 JOHN WARTA,)
11 Counterdefendant.)
12)

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16 videotape Deposition of JOHN GOODRICH, taken on
17 behalf of Plaintiff, at Latham & Watkins, 135
18 Commonwealth Drive, Menlo Park, California, beginning at
19 10:07 a.m., and ending at 2:08 p.m. on Tuesday, April 5,
20 2005, before Kelli Combs, CSR 7705.

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1 APPEARANCE OF COUNSEL:

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3 FOR DEBTOR, COUNTERPLAINTIFFS GST TELECOM:

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9 FOR COUNTERDEFENDANT JOHN WARTA:

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16 FOR THE DEPONENT:

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18 WILSON, SONSINI, GOODRICH & ROSATI
19 BY: DAVID S. STEUER, ESQ.
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(650) 493-9300

21

22

23 ALSO PRESENT: Marty Majdoub, Videographer

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13:01 1 where Mr. Fogg attributed to Mr. Warta the request that
2 the investment banks basically tout GST's stock in
3 return for investment banking business?

4 A I think that Joe did say that, but it was
13:01 5 retrospective. I think Joe said to me at one point when
6 he was complaining about John Warta, he said, you know,
7 "That guy used to ask us to tout the stock exchange to
8 get business." But, you know, that was -- it was just
9 in passing about how he felt about John Warta and those
13:01 10 kind of business ethics.

11 THE REPORTER: I'm sorry, I didn't get your
12 objection.

13 MR. ARELLANO: My objection was hearsay.

14 MR. GIBBONS: That's all I have, Mr. Goodrich.

13:01 15 Thank you very much.

16 THE VIDEOGRAPHER: We are now going off the
17 video record. The time is 1:02 p.m.

18 (Brief pause in proceedings.)

19 THE VIDEOGRAPHER: We are now back on the

13:03 20 video record. The time is 1:03 p.m.

21 EXAMINATION

22 BY MR. ARELLANO:

23 Q Ready to go?

24 A (Nods head.)

13:03 25 Q Mr. Goodrich, my name is Joe Arellano. I

13:03 1 represent John Warta in this proceeding, and I'm going
2 to ask you some follow-up questions to what counsel has
3 just gone over this morning.

4 First of all, I'd like to ask you when you --
13:03 5 I think you told us in your direct, but when exactly did
6 you cease working for Wilson Sonsini?

7 A I think February 1st of 2002.

8 Q Okay.

9 And I asked you about that because I believe
13:03 10 at some point in your testimony you mentioned, and I
11 think this was in connection with your review of the
12 proof of claim filed in the bankruptcy on behalf of
13 Mr. Warta in 2004, and you mentioned that you had seen
14 this as part of your firm's file, and I was just
13:04 15 wondering what occasion you had in 2004 to be reviewing
16 files at Wilson Sonsini.

17 A I can't recall. In spite of the fact I'm
18 retired, I still have an office there, and from time to
19 time we talk about things like that.

13:04 20 Q Okay.

21 Can you tell me what you did to prepare for
22 your deposition?

23 A You know, I looked at my notes and I looked at
24 some of the older files -- I guess I didn't actually
13:04 25 look at any of the contemporary notes, but I -- I had

13:04 1 made some notes in preparation for this just to try to
2 remind me of what had transpired because, to tell you
3 the truth, I had forgotten a huge amount of it. So I
4 prepared some notes, and I went through those and
13:04 5 thought about what I could recall, and then I tossed
6 those. But I did that.

7 Q Okay.

8 A And when did you toss those notes?

9 Q I guess probably last week.

13:04 10 Q Okay.

11 A After I had sort of gotten my thoughts
12 together.

13 Q Okay. And maybe take a step back for a
14 second.

13:05 15 A I had the impression from your description of
16 your legal background that you have done both business
17 work and litigation work through most of your career; is
18 that correct?

19 A Yes, but mostly business work. You know, I
13:05 20 suspect that I've only had -- I suspect I've only had
21 six or seven trials in my lifetime, so....

22 Q Apart from actually being in trial, you have
23 consulted your litigation partners like Mr. Steuer, I
24 assume, on litigation matters and matters that you
13:05 25 perceived might be headed toward litigation, correct?

13:05 1 A Yes.

2 Q And you knew at least from your involvement in
3 litigation that notes that you would review prior to a
4 deposition to refresh your recollection -- I assume your
13:05 5 recollection today is better having reviewed those notes
6 than it would otherwise have been.

7 A Well, I think so. If I just showed up here
8 without having sat down and made some notes and thought
9 about it, I probably couldn't remember the name of the
13:05 10 parties.

11 Q Right.

12 And you understand, as someone who is familiar
13 with the litigation process, that by doing so, you make
14 those notes discoverable, and then by destroying those
13:06 15 notes before you come to the deposition, there is no way
16 to have anyone see what you reviewed prior to the
17 deposition?

18 MR. STEUER: I think just to have a clear
19 record, he says that he, himself, wrote down some notes.
13:06 20 These weren't evidence in the case, that he personally
21 wrote down some notes and tossed it.

22 So I just want to make clear that he -- I
23 didn't hear him say that he took notes from the
24 contemporary period and destroyed notes, just that he
13:06 25 himself had written down some notes.

13:06 1 THE WITNESS: That's correct, and that is what
2 I did.

3 BY MR. ARELLANO:

4 Q Is there --

13:06 5 Then can you tell me what's the reason why you
6 destroyed them a week ago?

7 A Well, actually, I had them on a notepad when I
8 was out at another meeting, and I was just trying to
9 pull together my thoughts for this. And so having
13:06 10 pulled them together, I then looked at them a couple of
11 days later and tried to formulate my memories and tossed
12 them.

13 Q Okay.

14 Has there been more than one occasion where
13:06 15 you have attempted to kind of refresh your recollection
16 about the events going back to, I guess it was 1998 when
17 you became involved with GST?

18 A Probably not. It's just this most recent
19 question of the deposition, which made it interesting.

20 Q Have you spoken with Mr. Gibbons prior to this
21 morning?

22 A Oh, yes.

23 Q And can you tell me how many times?

24 A Like twice.

25 Q When was the most recent time you spoke with

13:07 1 Mr. Gibbons?

2 A Maybe three times.

3 I don't know. Must have been three months ago
4 or so, two months ago.

13:07 5 Q There had been a prior arrangement to have a
6 deposition taken on February 8th.

7 A Yeah.

8 Q Did you meet with Mr. Gibbons on February 8th
9 when he was in California?

13:08 10 A It was sometime around that we talked.

11 Q Was that an in-person meeting?

12 A Yes.

13 Q Do you recall the location of the meeting?

14 A I think it was here.

13:08 15 Q Here, you mean at the -- at Latham?

16 A Office of Latham & Watkins here off of Marsh
17 Road.

18 Q Okay.

19 And it's generally consistent with your
13:08 20 recollection that it was in and around the time of
21 February 8th that Mr. Gibbons came out and you met with
22 him here, the same offices we're meeting at today?

23 A Well, it would be sometime around then. I
24 mean, if it were February 15th, I wouldn't know the
13:08 25 difference. But sometime around then, yes.

13:08 1 Q And how long was your meeting?
2 A Hour, hour and a half.
3 Q Who was present at the meeting?
4 A Bill, and I asked David to show up, and you
13:08 5 joined me then.
6 Q And did you go over the matters that you have
7 been asked about this morning?
8 A Yes. We actually talked about those things.
9 Actually, I'm not sure we talked about all of those
13:08 10 things, but we talked about the general history of GST.
11 Q And am I correct that you also talked about
12 the questions that Mr. Gibbons would be asking you in
13 items of the areas of questioning and the documents and
14 information you would be asked about in your testimony?
13:09 15 A Actually, I have a feeling we actually didn't
16 get into that. We just talked about the history of GST
17 and these problems with Magnacom and Bestel.
18 Q Okay.
19 And, I'm sorry, you probably mentioned this.
13:09 20 The meeting lasted approximately a couple of hours?
21 A About an hour, hour and a half, something like
22 that.
23 Q Okay.
24 A Wait a minute. Actually, that's right. We
13:09 25 were supposed to have had the deposition that day,

13:09 1 weren't we? That's what happened.

2 Q Okay.

3 So it was just the three of you, Mr. Steuer,
4 yourself, and Mr. Gibbons?

13:09 5 A Yeah.

6 Q All right.

7 And prior to that occasion, when was the next
8 time that you had met or talked with Mr. Gibbons?

9 A I haven't met with him, but Bill and I talked
13:09 10 it must have been six or seven months ago about this
11 case, and Bill -- my recollection is Bill called me and
12 asked me if I remembered anything about the GST matter,
13 and he told me they were in a bankruptcy proceeding
14 involving John Warta and asked if I'd be willing to
13:10 15 testify.

16 Q And you indicated you would?

17 A Yeah.

18 Q All right.

19 When was the first time you saw the claims
13:10 20 being asserted in this case, the ones you reviewed, I
21 think we've had them marked as Exhibit 56, the proof of
22 claims that were filed in the United States Bankruptcy
23 Court by Mr. Warta?

24 A I don't actually know when the first time it
13:10 25 was that I saw that. I think the first time I heard of